

SILVERHEELS NEW AMENDED COVENANTS COMMITTEE (SNACC)

Minutes of 03/03/22 Meeting

(7:00 PM via Zoom)

Approved at 04/13/22 Meeting

1. Attendance

Members Present: Rich Bainbridge, Susan Barden, Tony Boccio, Luis Canales, Ann Erdle, Natalie Gorak, Lesley & Ed Hall, Gail & Steve Kloppel, Mary Manka, Lane Mathison, Mike Peterson, Tyler & Kylie Pontius, Charlie Schultz, Maria Smaldone, Jeffrey Togie, Lillian Wissel

Members Late: Zach Loos, with prior notice

Members Absent: Maria Mitchell, with prior notice

Moderator Present: JB Burghardt

Quorum: With 18 voting members present, a quorum was confirmed.

2. Review and approve Minutes of 02/16/22 Meeting (v3, reflecting interim modifications)

The Minutes of the 02/16/22 meeting previously provided to the Members were approved with two modifications requested by Members.

3. Continue section-by-section review of proposed modifications to Article 2, using draft v6, starting with proposed new Section 2.1 and then moving to Section 2.7 (keeping v1 text handy for reference).

Section 2.1 Improvements Defined: Building Permit Required

JB presented a draft of proposed new Sect. 2.1, using the definition of the term “Improvements” and the sentence “A building permit must be obtained from Park County prior to construction of any Improvement, unless specifically exempted by Park County ordinances or regulations”, both of which had been approved at the last SNACC meeting. A motion to approve Section 2.1 as written passed by majority vote. JB noted that this insertion changes all numbering of the remaining Sections in Article 2, which he already reflected in draft v6 (provided to the Members in advance of this meeting).

Section 2.7 Architectural Review Committee - Purpose

At the last meeting, we voted to change the name of the architectural committee to the “Architectural Review Committee” (ARC).

Regarding the text of this “Purpose” section, our base document (v1) language stated that the committee “exists to assure, through intelligent architectural advice to Owners and review of Owners’ proposed design, placement, and construction of Improvements, that the Subdivision shall be and remain an attractive community and to uphold and enhance property values.” This language generated many comments and questions.

Comments included support for the idea that the ARC’s job should be only to review applications for Improvements, and not to give advice; therefore, it was suggested that the

word “advice” be stricken from the section. Questions were asked regarding the number of applications the ACC has received in the last year, how many were approved, and what type of improvements were proposed. Tyler advised that of the nearly 40 applications submitted, all were approved, and all were approved within 1-2 weeks of submission to the committee. Six full houses, a fair number of fences, a roof, and a shed were among the applications submitted. In response to a question as to whether the Board has received any complaints about the present ACC, Mike reported that in the last 18 months the Board has not received any written complaints. The present ACC members talk with each other every Sunday either remotely or in person, to review applications. They use a matrix of 25 statements from the original Covenants about Improvements in Silverheels as a checklist to guide their review of applications. A copy of that matrix is available from the ACC on request. The committee submits a summary of its review work to the Board in advance of each Board meeting.

There was a discussion about the term “intelligent architectural advice”. Several Members asserted that the term could lead to a high level of subjectivity, as well as being vulnerable to change along with changes in the membership of the ARC; they felt this was a problem to be avoided. Charlie explained that the current ACC developed its matrix of 25 statements taken from the original Covenants for the purpose of reducing the risk that subjectivity would affect the committee’s review process. Others expressed the view that “intelligent architectural advice” was a good standard and should be retained; it would set a good standard for review but also allow for changes as new concepts make their way into architecture.

Several Members felt that the Covenants should set out specifics as to the standards by which the ARC could conduct its reviews. Others disagreed, believing that detailed specifics would risk not standing the test of time, and that the Covenants need to provide a general overview and save the details for other documents that can be updated more easily. Thus, they argued, Section 2.7 should not be a place to delineate specifics, but instead should be a general statement of the purpose of the ARC (as the Section’s title implies). To the extent any specifics should be included in the Covenants, they argued, those should be in Section 2.9. It was specifically suggested that Section 2.7 should include the concept that the ARC should “uphold the Intent of the Covenants as expressed in Section 1.2”.

Other comments were made regarding potential rules, regulations, and/or guidelines that could be developed, but it was noted that in v6: (i) Section 2.9 could be used to set some parameters for the ARC’s work, and (ii) Section 2.15 suggests a possible means by which guidelines could be developed in the future. We will get to those Sections in due turn. In any event, the actual drafting of any such rules, regulations, or guidelines is beyond the purview of the SNACC and will not be undertaken by this group.

Based on all the foregoing, Natalie suggested the following potential language for the text of Section 2.7: “The Architectural Review Committee (“ARC”) exists to assure, through architectural review to Owners and review of Owners’ proposed design, placement, and construction of Improvements, that the Subdivision shall be and remain an attractive community and to uphold the Covenants in this document.” All agreed with the general concept of this language, but also agreed that JB should attempt a clarifying redraft for review at the next meeting.

Section 2.8 Architectural Review Committee - Composition

The original Covenants did not describe a complete process for the composition of the ARC, in part because at the beginning of this community the developer had rights regarding ARC composition. This new proposed Section 2.8 was intended to collect all aspects of the size, election, and replacement of ARC members in one place. As written, it calls for ARC members to be elected by the SROA membership, to have 3-year terms, and for one position to be up for election each year at the Annual Meeting. This would allow for continuity since there would always be at least two members on the ARC who had been on the committee for one or two years.

Discussion was held as to: (i) whether the terms should be two years instead of three; (ii) whether the members should be selected by the Board rather than elected by the SROA membership; (iii) whether more detailed provision for removal of ARC members between Annual Meetings should be set out; (iv) whether there should be any stated criteria for removing ARC members; and (v) how notice to the SROA membership would be given in the event of a vacancy on the ARC, and other issues.

Finally, a motion was made and seconded to approve Section 2.8 as written. JB noted the suggestion to address a contingency plan for a special election needed to be answered first. After additional discussion, an amended motion was made and seconded to approve Section 2.8 with one change to the last sentence: “An ARC member may be removed from office before the end of his or her term by a vote of the SROA Members at an Annual Meeting *or a Special Meeting*, provided that a replacement is also elected at that time.” The motion passed by majority vote.

4. New Business

Members agreed that it would be beneficial if we could have meetings in person, now that the COVID challenge has abated somewhat, so that we could get to know each other better. The problem of achieving a quorum when a number of SNACC members don't live full-time in Silverheels could be met by making these meetings “hybrid” -- where we have both in-person participants and Zoom participants. Lillian will see if her office can be used; it has plenty of room for in-person meetings, but also has a large screen to stream Zoom participants.

Tony Boccio was participating tonight as a hospital patient. Best wishes were extended to him, as well as gratitude for the exemplary effort he made to participate even from there.

5. Next Meeting

The next meeting will take place Wednesday 03/16/22, at 7:00 PM (hopefully both in persona and via Zoom).

6. Adjournment

The meeting was adjourned at 9:02 PM.